

**Privacy Act Statement.** Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

**Public Reporting Burden.** Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

*Furnish this exhibit for EACH foreign principal listed in an initial statement  
and for EACH additional foreign principal acquired subsequently.*

<b>1. Name and address of registrant</b> Hogan & Hartson L.L.P. 555 13th Street N.W. Washington, D.C. 20004-1109		<b>2. Registration No.</b>  2244
<b>3. Name of foreign principal</b>  Palau National Communications Corp.	<b>4. Principal address of foreign principal</b>  P.O. Box 99 Koror, Palau, PW 96940 Republic of Palau	
<b>5. Indicate whether your foreign principal is one of the following:</b>  <input type="checkbox"/> Foreign government  <input type="checkbox"/> Foreign political party  <input checked="" type="checkbox"/> Foreign or domestic organization: If either, check one of the following: <div style="display: flex; justify-content: space-between;"><div><input type="checkbox"/> Partnership  <input checked="" type="checkbox"/> Corporation  <input type="checkbox"/> Association  <input type="checkbox"/> Individual-State nationality _____</div><div><input type="checkbox"/> Committee  <input type="checkbox"/> Voluntary group  <input type="checkbox"/> Other (specify) _____</div></div>		
<b>6. If the foreign principal is a foreign government, state:</b> (not applicable) a) Branch or agency represented by the registrant.  b) Name and title of official with whom registrant deals.		
<b>7. If the foreign principal is a foreign political party, state:</b> (not applicable) a) Principal address.  b) Name and title of official with whom registrant deals.  c) Principal aim		

8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

PNCC provides telecommunications and Internet services in the Republic of Palau.

b) Is this foreign principal

Supervised by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐

Owned by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐

Directed by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐

Controlled by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐

Financed by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒

Subsidized in part by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page must be used.)

The Palau National Communications Corp. (PNCC) is a corporation organized under the laws of Palau. It is wholly owned by the government of the Republic of Palau. PNCC is directed by its board of directors, members of which are nominated by the President of Palau and confirmed by the Senate of Palau.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

Date of Exhibit A	Name and Title	Signature
July 27, 2001	David L. Sieradzki Partner	David Sieradzki

**INSTRUCTIONS:** A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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**Public Reporting Burden.** Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant  Hogan & Hartson L.L.P.	2. Registration No.  2244
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3. Name of Foreign Principal  Palau National Communications Corp.
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Check Appropriate Boxes:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.

5. ☒ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

As requested by the foreign principal, registrant will render advice, representation, and lobbying on U.S. laws, regulations, policies, and actions by the Legislative and Executive Branches and U.S. Government agencies that may affect or relate to the activities and interests of the foreign principal, including telecommunications regulatory matters. In particular, the foreign principal has requested registrant's assistance with obtaining federal universal service support, membership in the National Exchange Carrier Association, and related matters.


8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

See response to question 7.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

The registrant's activities on behalf of the foreign principal may include communications with officials at the Federal Communications Commission, the U.S. Department of State, or other Executive Branch officials, members of the U.S. Senate and House of Representatives, and their staffs, relating to legislation, and actions of the Executive Branch and U.S. Government agencies that may affect the interests of the foreign principal, including telecommunications regulatory matters, and possibly including obtaining federal universal service support, membership in the National Exchange Carrier Association, and related matters.

Date of Exhibit B July 27, 2001	Name and Title David L. Sieradzki Partner	Signature 
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Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political interests, policies, or relations of a government of a foreign country or a foreign political party.

HOGAN & HARTSON  
L.L.P.

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May 17, 2001

Ed Carter, General Manager  
Palau National Communications Corp.  
P.O. Box 99  
Koror, Palau, PW 96940  
Republic of Palau

Dear Mr. Carter:

We are pleased that Palau National Communications Corp. ("PNCC") has engaged Hogan & Hartson L.L.P. in connection with telecommunications regulatory matters, possibly including obtaining federal universal service support and National Exchange Carrier Association membership and related matters.

This letter is intended to formalize our retention, as required by applicable Rules of Professional Conduct. It sets forth how we propose to staff the matter, describes the billing arrangement, and addresses certain conflict of interest understandings.

I have primary responsibility for the matter, with assistance as required from Angela Giancarlo and other members of the Communications Practice Group. We will provide our services on an hourly basis at our standard rates for attorneys' and other professionals' time, less a 5 percent discount. Our standard hourly rates, which are periodically revised, currently range from approximately \$170 per hour for our junior associates to approximately \$400 or more for certain of our partners. My standard hourly rate is \$325; Ms. Giancarlo's standard rate is \$245.

We will require an initial retainer of \$10,000, which will be credited against our statements for fees and other charges. We understand that PNCC consents to the firm's depositing the retainer in the firm's operating account. The

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firm will return any unearned portion of the advance retainer to PNCC promptly at the conclusion of the firm's representation on this matter.

We will bill you monthly for legal services and other charges (other charges being billed in accordance with the attached schedule), and will provide you with a detailed description of those services and charges. Payment will be due within 30 days of your receipt of our statement. If major third-party charges are incurred in connection with the representation, such as printing bills, filing fees, court reporting fees, and expert witness fees, our normal practice is to forward such statements directly to you for payment.

Hogan & Hartson L.L.P. is a large law firm with multiple offices both in the United States and abroad. We may currently or in the future represent one or more other clients involved in transactions or having other contacts with PNCC and/or other entities associated with the government of the Republic of Palau. For example, we may represent other clients in commercial transactions (including, for example, preparation and negotiation of agreements, licenses, leases, loans, securities offerings or underwritings, or other transactions involving PNCC on behalf of other clients where we do not represent PNCC on the same matter), legislative/policy matters, or administrative proceedings that may involve or affect PNCC and/or other entities associated with the government of the Republic of Palau. We understand that PNCC consents to the firm's current and future representation of any such other clients without the need for any further consents from PNCC, as long as there is no direct conflict of interest. We understand that no such direct conflict would exist where the representation of another client is not substantially and adversely related to the matters the firm is handling for PNCC, or where the firm's representation of either PNCC or another client involves legislative issues, policy issues, or administrative proceedings unrelated to the representation of the other. We do not view this advance consent to permit unauthorized disclosure or use of any client confidences.

This will confirm our understanding that PNCC is our client for specific matters on which it engages us, and we shall not be deemed to represent other entities associated with the government of the Republic of Palau unless PNCC advises us that such entities are directly involved in or affected by our representation of PNCC.

HOGAN & HARTSON L.L.P.

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If this correctly reflects our understanding, please sign, date, and return to me the enclosed copy of this letter. If you have any questions regarding any aspects of our representation, please let me know immediately.

We are very pleased that PNCC has asked for the firm's assistance on these issues. I look forward to working with you.

Sincerely,



David L. Sieradzki

Palau National Communications Corp.

By Ed Carter

Title General Manager

Date May 18, 2001

Ed Carter  
May 17, 2001  
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## **STANDARD SCHEDULE OF OTHER CHARGES**

Other charges incurred in connection with this representation will be billed on the following basis until further notice: secretarial overtime resulting from time-sensitive or unusual requests from clients at \$32/hour, other staff at \$20/hour; outgoing facsimiles at discounted AT&T Direct Dial Long Distance rates (described below) plus \$0.25 per page (no charge for incoming); in-house photocopying at \$0.10/page; Word Processing at \$25/hour for operators and \$35/hour for proofreaders; \$1.80 binding charges for letter-size documents and \$2.10 for legal-size documents; and long distance charged at approximately 56% of standard AT&T Direct Dial Long Distance rates based on negotiated volume discount. The following items are billed at actual cost: computerized research, Federal Express and other overnight delivery services, postage, outside messengers, outside photocopies, transcripts, food services, and all additional charges.